

New No.

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
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* NOT A MEMBER OF D.C. BAR
** ALSO A MEMBER OF OHIO BAR

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RECORDATION NO. 14293

MAR 16 1984 - 2 25 PM

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March 16, 1984 INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 14293

MAR 16 1984 - 2 25 PM

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Mr. Bayne:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are three fully executed counterparts each of 1) Lease Agreement dated as of September 26, 1983, a primary document, and 2) Lease Assignment dated as of March 1, 1984, a secondary document.

A general description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed documents are:

Lessor/
Assignor: Greenbrier Leasing Corporation
503 High Street
P.O. Box 568
Oregon City, Oregon 97045

Lessee: Southern Pacific Transportation Company
One Market Plaza
San Francisco, California 94105

Assignee: James-Furman & Company
503 High Street
P.O. Box 568
Oregon City, Oregon 97045

The undersigned is agent for the Assignee for the purpose of submitting the enclosed documents for filing and recordation.

No.

Date

Fee \$

ICC Washington, D. C.

4-076A095

MAR 16 1984

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Mr. James H. Bayne
Secretary
Interstate Commerce Commission
March 16, 1984
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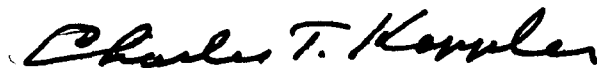
Kindly return the stamped copies of the enclosed documents not needed for your records to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$50 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed primary and secondary documents to appear in the Commission's Index is as follows:

Lease Agreement dated as of September 26, 1983 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee; and Lease Assignment dated as of March 1, 1984 from Greenbrier Leasing Corporation, Assignor, to James-Furman & Company covering one hundred fifty (150) railcars bearing road numbers SP 800000 through SP 800149, both inclusive.

Very truly yours,


Charles T. Kappler

LEASE ASSIGNMENT

MAR 16 1984 - 2 25 PM

INTERSTATE COMMERCE COMMISSION

1. This Lease Assignment is made and entered into as of March 1, 1984, by and between Greenbrier Leasing Corporation, a Delaware corporation, and James-Furman & Company, an Oregon general partnership.

2. Under a Railroad Equipment Lease Agreement dated as of September 26, 1983 (the "Lease"), Greenbrier Leasing Corporation leased to Southern Pacific Transportation Company the following railcars:

65 42-foot, 100-ton railcars, bearing road numbers SP800000 through SP800064, inclusive;

35 52-foot, 100-ton railcars, bearing road numbers SP800065 through SP800099, inclusive; and

50 James-Furman railcars, bearing road numbers SP800100 through SP800149.

3. In consideration of the assumption by James-Furman & Company of Greenbrier Leasing Corporation's obligations of performance under the Lease and for other valuable consideration, Greenbrier Leasing Corporation hereby assigns to James-Furman & Company all of its right, title and interest as Lessors of the above described railcars under the Lease.

4. James-Furman & Company hereby accepts this assignment and assumes and agrees to keep and perform all

of the terms, provisions and obligations of the Lease with regard to the above described railcars, required to be kept and performed by Greenbrier Leasing Corporation as Lessor thereunder.

5. The terms and provisions of this Lease Assignment are more particularly set forth in a Lease Assignment and Assumption Agreement, dated as of the 26th day of September, 1983, by and between Greenbrier Leasing Corporation and James-Furman & Company.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Agreement to be duly executed as of the date first above written.

GREENBRIER LEASING CORPORATION,
a Delaware Corporation

By: Norris M. Webb
VICE PRESIDENT

JAMES-FURMAN & COMPANY, an
Oregon General Partnership

By: William A. Furman
Partner

STATE OF OREGON)
)
COUNTY OF CLACKAMAS) ss:

On this 5th day of March, 1984,
before me personally appeared William A. Furman,
to me personally known, who being by me duly sworn, says that
he is a partner of JAMES-FURMAN & COMPANY, that said instrument
was signed on behalf of said partnership, and he acknowledged
that the execution of the foregoing instrument was his free act
and deed.



Notary Public

[NOTARIAL SEAL]

My Commission expires: 6-8-85

STATE OF OREGON)
)
COUNTY OF CLACKAMAS) ss:

On this 5th day of March, 1984,
before me personally appeared Norriss M. Webb,
to me personally known, who being by me duly sworn, says that
he is Vice President of GREENBRIER LEASING CORPORATION, that said
instrument was signed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged that
the execution of the foregoing instrument was the free act
and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

My Commission expires: 6-8-85